

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
W. R. GRACE & CO., et al.¹)
Debtors.) Case No. 01-01139 (JKF)
) (Jointly Administered)
) **Objection Deadline:** December 19, 2005, at
) 4:00 p.m. (prevailing eastern time)

**SUMMARY APPLICATION OF KIRKLAND & ELLIS LLP FOR COMPENSATION
FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS BANKRUPTCY
COUNSEL TO W. R. GRACE & CO., ET AL., FOR THE MONTHLY INTERIM
PERIOD FROM OCTOBER 1, 2005, THROUGH OCTOBER 31, 2005**

Name of Applicant:	<u>Kirkland & Ellis LLP ("K&E")</u>
Authorized to Provide Professional Services to:	<u>W. R. Grace & Co., et al., Debtors and Debtors-in-Possession</u>
Date of Retention:	<u>Retention Order entered May 3, 2001, effective as of April 2, 2001</u>
Period for which compensation and reimbursement is sought:	<u>October 1, 2005, through October 31, 2005</u>
Amount of Compensation sought as actual, reasonable and necessary:	<u>\$1,602,349.50</u>
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	<u>\$111,318.89</u>

This is a X monthly ___ interim ___ final application.

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

The total time expended for the preparation of this application is approximately **35 hours**, and the corresponding estimated compensation *that will be requested in a future application* is approximately **\$10,000.00**.

This is K&E's monthly application for interim compensation of services for the interim fee period October 1, 2005 through October 31, 2005. The following applications have been filed previously in the Chapter 11 Cases:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
May 29, 2001	4/2 – 4/30/01	\$626,079.00	\$32,439.84	Interim approval ²	Interim approval
June 29, 2001	5/1 – 5/31/01	\$567,151.00	\$77,487.86	Interim approval	Interim approval
July 31, 2001	6/1 – 6/30/01	\$560,569.50	\$45,466.13	Interim approval	Interim approval
July 31, 2001	April – June, 2001	\$1,753,799.50	\$155,393.83	\$1,753,799.50	\$155,393.83
August 28, 2001	7/1 – 7/31/01	\$476,582.50	\$25,312.13	Interim approval ²	Interim approval
September 28, 2001	8/1 – 8/31/01	\$472,334.50	\$29,022.59	Interim approval	Interim approval
October 30, 2001	9/1 – 9/30/01	\$443,617.50	\$27,147.47	Interim approval	Interim approval
November 7, 2001	July – September, 2001	\$1,392,534.50	\$81,482.19	\$1,392,534.50	\$81,482.19
December 11, 2001	10/1 – 10/31/01	\$493,074.00	\$27,724.54	Interim approval ²	Interim approval
December 29, 2001	11/1 – 11/30/01	\$524,980.00	\$29,678.21	Interim approval	Interim approval
January 31, 2002	12/1 – 12/31/01	\$405,278.50	\$27,276.95	Interim approval	Interim approval
February 7, 2002	October – December, 2001	\$1,423,332.50	\$84,679.70	\$1,419,127.00	\$84,679.70
March 4, 2002	1/1 – 1/31/02	\$439,056.00	\$32,279.54	Interim approval ³	Interim approval
March 27, 2002	2/1 – 2/28/02	\$412,304.00	\$18,475.64	Interim approval	Interim approval
May 2, 2002	3/1 – 3/31/02	\$430,342.50	\$51,759.20	Interim approval	Interim approval
June 10, 2002	January – March, 2002	\$1,281,702.50	\$102,514.38	\$1,281,702.50	\$101,656.38
June 10, 2002	4/1 – 4/30/02	\$410,702.50	\$25,286.05	Interim approval ⁴	Interim approval
July 2, 2002	5/1 – 5/31/02	\$335,280.50	\$25,556.83	Interim approval	Interim approval
August 8, 2002	6/1 – 6/30/02	\$243,127.00	\$16,326.36	Interim approval	Interim approval
September 3, 2002	April – June, 2002	\$989,110.00	\$67,169.24	\$981,666.50	\$67,169.24

² The fees and expenses requested in the April-June, 2001, July-September, 2001 and October-December, 2001, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on November 29, 2002.

³ The fees and expenses requested in the January-March, 2002, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on October 9, 2002.

⁴ The fees and expenses requested in the April-June, 2002, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on November 29, 2002.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
September 11, 2002	7/1 – 7/31/02	\$335,129.00	\$28,504.48	Interim approval ⁵	Interim approval
October 2, 2002	8/1 – 8/31/02	\$344,619.00	\$86,047.20	Interim approval	Interim approval
October 30, 2002	9/1 – 9/30-02	\$238,876.50	\$20,882.49	Interim approval	Interim approval
November 27, 2002	July – September, 2002	\$918,624.50	\$135,434.17	\$918,624.50	\$134,478.90
December 6, 2002	10/1 – 10/31/02	\$207,778.00	\$7,769.74	Interim approval ⁶	Interim approval
January 13, 2003	11/1 – 11/30/02	\$122,419.00	\$4,732.30	Interim approval	Interim approval
January 30, 2003	12/1 – 12/31/02	\$129,243.50	\$6,093.80	Interim approval	Interim approval
March 4, 2003	October – December, 2002	\$459,440.50	\$18,595.84	\$459,440.50	\$18,467.74
March 4, 2003	1/1 – 1/31/03	\$162,033.00	\$6,383.16	Interim approval ⁷	Interim approval
April 2, 2003	2/1 – 2/28/03	\$215,511.50	\$3,784.70	Interim approval	Interim approval
April 29, 2003	3/1 – 3/31/03	\$146,603.00	\$6,713.84	Interim approval	Interim approval
May 15, 2003	January – March, 2003	\$524,147.50	\$16,881.70	\$524,045.50	\$16,881.70
June 3, 2003	4/1 – 4/30/03	\$135,130.00	\$2,786.42	Interim approval ⁸	Interim approval
July 11, 2003	5/1 – 5/31/03	\$109,408.00	\$6,546.04	Interim approval	Interim approval
July 31, 2003	6/1 – 6/30/03	\$115,099.00	\$1,925.86	Interim approval	Interim approval
August 27, 2003	April – June, 2003	\$359,637.00	\$11,258.32	\$357,346.00	\$11,183.48
September 5, 2003	7/1 – 7/31/03	\$197,495.50	\$9,235.33	Interim approval ⁹	Interim approval
October 1, 2003	8/1 – 8/31/03	\$178,910.50	\$7,009.66	Interim approval	Interim approval
November 6, 2003	9/1 – 9/30/03	\$157,200.00	\$3,817.57	Interim approval	Interim approval
November 18, 2003	July – September, 2003	\$533,606.00	\$20,062.56	\$533,606.00	\$20,062.56
November 26, 2003	10/1 – 10/31/03	\$251,093.50	\$7,115.96	Interim approval ¹⁰	Interim approval
December 29, 2003	11/1 – 11/30/03	\$187,914.00	\$4,969.88	Interim approval	Interim approval
February 2, 2004	12/1 - 12/31/03	\$317,880.00	\$8,631.60	Interim approval	Interim approval
February 25, 2004	October – December, 2003	\$756,887.50	\$20,717.44	\$756,838.00	\$20,717.44
March 5, 2004	1/1 – 1/31/04	\$524,446.00	\$32,428.07	Interim approval ¹¹	Interim approval
April 2, 2004	2/1 – 2/29/04	\$274,589.50	\$10,852.51	Interim approval	Interim approval
May 3, 2004	3/1 – 3/31/04	\$337,945.00	\$13,159.10	Interim approval	Interim approval
May 17, 2004	January – March, 2004	\$1,136,980.50	\$56,439.68	\$1,134,755.00	\$56,439.68
June 1, 2004	4/1 – 4/30/04	\$280,547.50	\$10,895.93	Interim approval ¹²	Interim approval
July 1, 2004	5/1 – 5/31/04	\$213,906.00	\$9,502.49	Interim approval	Interim approval

⁵ The fees and expenses requested in the July-September, 2002, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on March 14, 2003.

⁶ The fees and expenses requested in the October-December, 2002, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on July 28, 2003.

⁷ The fees and expenses requested in the January-March, 2003, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on September 22, 2003.

⁸ The fees and expenses requested in the April-June, 2003, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on December 15, 2003.

⁹ The fees and expenses requested in the July-September, 2003, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on April 26, 2004.

¹⁰ The fees and expenses requested in the October-December, 2003, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on June 16, 2004.

¹¹ The fees and expenses requested in the January-March, 2004, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on September 27, 2004.

¹² The fees and expenses requested in the April-June, 2004, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on January 25, 2005.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
September 2, 2004	6/1 – 6/30/04	\$430,246.50	\$15,235.72	Interim approval	Interim approval
October 6, 2004	April – June, 2004	\$924,700.00	\$35,634.14	\$918,960.50	\$35,557.55
September 17, 2004	7/1 – 7/31/04	\$599,563.50	\$27,869.76	Interim approval ¹³	Interim approval
October 7, 2004	8/1 – 8/31/04	\$793,285.00	\$45,729.42	Interim approval	Interim approval
November 3, 2004	9/1 – 9/30/04	\$913,771.00	\$32,811.19	Interim approval	Interim approval
November 17, 2004	July – September, 2004	\$2,306,619.50	\$106,410.37	\$2,298,879.00	\$105,176.56
December 7, 2004	10/1 – 10/31/04	\$842,268.50	\$38,703.13	Interim approval ¹⁴	Interim approval
January 7, 2004	11/1 – 11/30/04	\$581,027.00	\$35,469.12	Interim approval	Interim approval
February 1, 2005	12/1 – 12/31/04	\$863,104.50	\$38,461.17	Interim approval	Interim approval
February 14, 2005	October – December, 2004	\$2,286,400.00	\$112,633.42	\$2,279,008.50	\$110,200.64
March 18, 2005	1/1 – 1/31/05	\$1,214,802.50	\$65,721.17	Interim approval ¹⁵	Interim approval
April 15, 2005	2/1 – 2/28/05	\$717,562.00	\$46,304.21	Interim approval	Interim approval
May 19, 2005	3/1 – 3/31/05	\$916,504.00	\$50,822.73	Interim approval	Interim approval
June 15, 2005	January – March, 2005	\$2,848,868.50	\$162,848.11	\$2,833,566.00	\$162,482.21
June 7, 2005	4/1 – 4/30/05	\$862,337.00	\$32,392.41	\$689,869.60	\$32,392.41
June 29, 2005	5/1 – 5/31/05	\$852,424.50	\$52,685.55	\$689,869.60	\$52,685.55
August 5, 2005	6/1 – 6/30/05	\$1,181,036.00	\$58,504.79	\$944,828.80	\$58,504.79
August 8, 2005	April – June, 2005	\$2,895,797.50	\$143,582.75	Pending	Pending
September 9, 2005	7/1 – 7/31/05	\$1,740,148.50	\$155,036.60	\$1,392,118.80	\$155,036.60
September 28, 2005	8/1 – 8/31/05	\$1,451,595.50	\$95,151.93	\$1,161,276.40	\$95,151.93
October 28, 2005	9/1 - 9/30/05	\$1,471,412.50	\$128,814.69	\$1,177,130.00	\$128,814.69
October 28, 2005	July – September, 2005	\$4,663,156.50	\$379,003.22	Pending	Pending

The K&E attorneys who rendered professional services in these cases during the Fee

Period are:

Name of Professional Person	Position with the Applicant and Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Janet S Baer	Partner 1982	Restructuring	\$745.00	173.30	\$129,108.50
Amanda C Basta	Associate 2002	Litigation	\$365.00	149.20	\$54,458.00
Salvatore F Bianca	Associate 2003 (grad. 2001)	Restructuring	\$455.00	148.70	\$67,658.50
Samuel Blatnick	Associate 2002	Litigation	\$315.00	163.50	\$51,502.50
Michelle H Browdy	Partner 1990	Litigation	\$625.00	159.70	\$99,812.50
Christopher C Chiou	Associate 2004	Litigation	\$275.00	71.90	\$19,772.50
Kenneth S Clark	Associate Pending	Litigation	\$240.00	119.20	\$28,608.00
Barak Cohen	Associate 2003	Litigation	\$365.00	166.20	\$60,663.00
Michael Dierkes	Associate 2001	Litigation	\$400.00	65.00	\$26,000.00
Steven A Engel	Associate 2003	Litigation	\$465.00	44.50	\$20,692.50
Jonathan Friedland	Partner 1994	Restructuring	\$635.00	78.80	\$50,038.00
Mark E Grummer	Partner 1976	Environment	\$645.00	28.00	\$18,060.00
Barbara M Harding	Partner 1988	Litigation	\$515.00	41.10	\$21,166.50

¹³ The fees and expenses requested in the July-September, 2004, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on March 22, 2005.

¹⁴ The fees and expenses requested in the October-December, 2004, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on June 29, 2005.

¹⁵ The fees and expenses requested in the January-March, 2005, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on September 26, 2005.

Name of Professional Person	Position with the Applicant and Year Admitted		Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
William B Jacobson	Partner	1994	Litigation	\$495.00	181.70	\$89,941.50
Andrea L Johnson	Associate	2004	Restructuring	\$330.00	159.00	\$52,470.00
James W Kapp	Partner	1994	Restructuring	\$675.00	52.60	\$35,505.00
Antony B Klapper	Partner	1996	Litigation	\$545.00	55.20	\$30,084.00
Rebecca A Koch	Associate	Pending	Litigation	\$240.00	173.10	\$41,544.00
Elli Leibenstein	Partner	1992	Litigation	\$565.00	4.00	\$2,260.00
Tyler D Mace	Associate	2003	Litigation	\$315.00	143.20	\$45,108.00
Dawn D Merchant	Partner	1990	Litigation	\$515.00	171.30	\$88,219.50
Jamenda McCoy	Associate	2003	Litigation	\$315.00	18.30	\$5,764.50
Paul L McDonald	Associate	1999	Litigation	\$365.00	46.50	\$16,972.50
David E Mendelson	Partner	1997	Litigation	\$445.00	171.70	\$76,406.50
Rachel Schulman	Of Counsel	1989	Restructuring	\$595.00	63.40	\$37,723.00
Lori Sinanyan	Associate	2000	Restructuring	\$485.00	55.20	\$26,772.00
Brian T Stansbury	Associate	2002	Litigation	\$365.00	132.80	\$48,472.00
Rosanna M Taormina	Associate	2004	Litigation	\$275.00	26.40	\$7,260.00
Laurence A Urgenson	Partner	1975	Litigation	\$745.00	47.70	\$35,536.50
Total for Attorneys					2,911.20	\$1,287,579.50

The paraprofessionals of K&E who rendered professional services in these cases during the Fee Period are:

Name of Professional Person	Position with the Applicant Number of Years as a Paraprofessional		Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Michael A Coyne	Case Assistant	4 Months	Litigation	\$105.00	170.90	\$17,944.50
William G Cross	Project Assistant	1 Year	Restructuring	\$140.00	14.80	\$2,072.00
Lauren DeVault	Project Assistant	5 Months	Restructuring	\$130.00	212.60	\$27,638.00
Timothy J Fitzsimmons	Legal Assistant	7 Months	Litigation	\$175.00	149.90	\$26,232.50
Amber A Horn	Case Assistant	1 Year	Litigation	\$105.00	120.70	\$12,673.50
Ellen J Kratofil	Other	3 Years	Administrative Services	\$200.00	29.20	\$5,840.00
Whitney Lapple	Project Assistant	4 Months	Restructuring	\$130.00	62.70	\$8,151.00
Maureen McCarthy	Legal Assistant	3 Years	Restructuring	\$180.00	22.50	\$4,050.00
Suzanne J McPhail	Legal Assistant	4 Years	Litigation	\$185.00	53.80	\$9,953.00
Laura E Mellis	Legal Assistant	2 Years	International Trade	\$160.00	110.60	\$17,696.00
Eric B Miller	Legal Assistant	1 Year	Litigation	\$160.00	46.00	\$7,360.00
Mary Mortell	Project Assistant	4 Months	Restructuring	\$130.00	15.70	\$2,041.00
Desiree P January	Case Assistant	5 Months	Litigation	\$105.00	17.40	\$1,827.00
Katherine K Phillips	Legal Assistant	12 Months	Restructuring	\$180.00	210.10	\$37,818.00
Joshua C Pierce	Case Assistant	5 Months	Litigation	\$105.00	88.90	\$9,334.50
Timothy B Pryzbylski	Legal Assistant	1 Year	Taxation	\$170.00	29.50	\$5,015.00
Stephanie A Rein	Case Assistant	2 Month	Litigation	\$105.00	191.00	\$20,055.00
Linda A Scussel	Conflict Analyst	1 Year	Administrative Services	\$175.00	20.50	\$3,587.50
Terrell D Stansbury	Legal Assistant	3 Years	Litigation	\$175.00	140.30	\$24,552.50
Margaret S Utgoff	Legal Assistant	1 Year	Litigation	\$160.00	214.30	\$34,288.00
Kristen Weber	Project Assistant	2 Months	Restructuring	\$130.00	170.00	\$22,100.00

Name of Professional Person	Position with the Applicant Number of Years as a Paraprofessional	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Velma J Worrells	Case Assistant 9 Years	Litigation	\$115.00	94.50	\$10,867.50
Maria E Yapan	Case Assistant 10 Years	Restructuring	\$120.00	15.30	\$1,836.00
Lib Bibliographic Research	Research Specialist N/A	Administrative Services	\$175.00	10.50	\$1,837.50
Total for Paraprofessionals				2,211.70	\$314,770.00

Grand Total for Fees: **\$1,602,349.50**
 Blended Rate: **\$312.78**

Compensation by Matter

Matter Number	Matter Description	Total Hours	Total Fees Requested
19	Claims Analysis Objection and Resolution (Non-Asbestos)	78.80	\$47,853.00
20	Case Administration	629.10	\$111,696.00
21	Claims Analysis Objection and Resolution (Asbestos)	2,667.50	\$850,771.00
23	Business Operations	5.40	\$3,178.00
24	Creditors Noteholders or Equity Holders'	2.70	\$1,822.50
28	Litigation and Litigation Consulting	126.40	\$73,999.50
30	Hearings	71.90	\$35,653.50
31	Asset Disposition	14.10	\$7,212.50
32	Fee Applications, Applicant	69.80	\$19,831.50
37	Plan and Disclosure Statement	4.40	\$2,134.00
38	Employment Applications, Others	5.10	\$2,794.50
41	Tax Issues	0.40	\$298.00
42	Travel non-working	37.00	\$16,208.50
57	Montana Grand Jury Investigation	1,391.60	\$420,180.50
58	Criminal Travel Matter, No Third Parties	18.70	\$8,716.50
Total		5,122.90	\$1,602,349.50

Expense Summary

Description	Amount
Telephone	\$1,975.87
Fax Telephone Charge	\$6.40
Fax Charge	\$444.00
Standard Copies	\$35,229.95
Binding	\$157.50
Tabs/Indexes/Dividers	\$368.70
Color Copies	\$3,171.00
Scanned Images	\$1,225.80
CD-ROM Duplicates	\$525.00
CD-ROM Master	\$60.00
Postage	\$12.80
Overnight Delivery	\$1,002.06
Outside Messenger Services	\$1,024.48
Local Transportation	\$697.25
Travel Expense	\$3,691.84
Airfare	\$8,239.54
Transportation to/from airport	\$497.60
Travel Meals	\$1,080.03
Car Rental	\$206.86
Other Travel Expenses	\$153.02
Court Reporter Fee/Deposition	\$668.20
Filing Fees	\$370.00
Medical Consultant Fees	\$1,500.00
Trial Exhibits	\$4,114.00
Outside Computer Services	\$4,070.33
Outside Video Services	\$948.29
Outside Copy/Binding Services	\$8,270.45
Working Meals/K&E Only	\$396.42
Working Meals/K&E and Others	\$2,994.76
Information Broker Doc/Svcs	\$1,131.10
Library Document Procurement	\$868.37
Computer Database Research	\$14,556.47
Overtime Transportation	\$1,334.92
Overtime Meals	\$3,116.86
Overtime Meals - Attorney	\$971.20
Secretarial Overtime	\$2,290.95
Rental Expenses	\$2,902.84
Miscellaneous Office Expenses	\$1,044.03
Total	\$111,318.89

WHEREFORE, K&E respectfully requests (a) that an allowance be made to it, as fully described above for the (i) 80% of the amount of **\$1,602,349.50** for reasonable and necessary professional services K&E has rendered to the Debtors during the Fee Period (**\$1,281,879.60**) and (ii) 100% of the reimbursement of actual and necessary costs and expenses incurred by K&E during the Fee Period (**\$111,318.89**); (b) that both fees and expenses are payable as administrative expenses of the Debtors' estates; and (c) that this Court grant such further relief as is equitable and just.

Wilmington, Delaware
Dated: November 28, 2005

Respectfully submitted,

KIRKLAND & ELLIS LLP



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